

**IN THE CIRCUIT COURT OF COLE COUNTY  
STATE OF MISSOURI**

Health Midwest,	)	
	)	
Plaintiff,	)	
	)	
	)	
v.	)	Case No. 02CV326118
	)	Division I
Jeremiah W. (Jay) Nixon,	)	
Attorney General of the	)	
State of Missouri,	)	
	)	
Defendant.	)	

**DEFENDANT’S FIRST SET OF INTERROGATORIES**  
**TO HEALTH MIDWEST**

COMES NOW Defendant Attorney General and propounds the following First Set of Interrogatories to be answered by Health Midwest, in the manner provided by Missouri Rule of Civil Procedure 57.01.

In answering these interrogatories, all information is to be divulged which is possessed by or available to you, your attorneys, investigators, agents, your Board of Directors or individual members of your Board of Directors, employees, insurers or others employed by or acting on your behalf.

These interrogatories are intended to be of a continuing nature, requiring you to serve timely supplemental answers setting forth any information, within the scope of these interrogatories, which may be acquired by you, your attorneys, investigators, agents, members of your Board of Directors, employees, insurers or others employed by or acting on your behalf, following the original answers.

If any document is produced in response to an interrogatory below, designate the interrogatory or interrogatories to which each such document responds.

If any interrogatory below calls for information that is not available in full detail as requested, such interrogatory shall be deemed to require such information that is responsive in such detail as is available.

If you find the meaning of any terms in these interrogatories to be unclear, then assume a reasonable meaning, state what the assumed meaning is, and answer the interrogatory on the basis of that assumed meaning.

### **DEFINITIONS**

The following terms, when used in these interrogatories, are intended to mean:

1. “Plaintiff,” “You,” “Your,” and “Corporation,” refer Health Midwest, to the party to whom these interrogatories are directed and, its employees, agents or representatives, as well as all persons acting or purporting to act on its behalf for any purpose relevant to these interrogatories, and each and every entity represented on the organizational chart, attached as Exhibit A, and any employees, agents or representatives, as well as all persons acting or purporting to act on behalf of any of those entities for any purpose relevant to the interrogatories.
2. “Board” and “Board of Directors,” refer to the Board of Directors of Health Midwest, or, if applicable, committees of the Board of Directors, and means current board unless the context indicates otherwise.
3. “Director” means a member of the Board of Directors of Health Midwest and

should be construed to mean “at any time” unless the context compels a more narrow constriction.

4. “HCA” means HCA, Inc., a Delaware corporation and / or HM Acquisition, L.L.C., a Missouri limited liability company.

5. “Attorney General” refers to the Missouri Attorney General, Jeremiah W. (Jay) Nixon.

6. "Person(s)" shall mean any individuals, partnership, firm, association, corporation or any other business, governmental or legal entity.

7. "Document" or "documents" means the original and copies, identical or nonidentical, including drafts or copies bearing commentary or notations not appearing on the original or final version, of any handwritten, typewritten, printed, recorded or graphic matter of any kind, in the possession and/or control of you or your officers, agents, employees, Directors or Board of Directors, independent contractors or attorneys or known to you to exist, however produced or reproduced, including specifically, but not exclusively, letters or other correspondence, telegraphs, telexes, memoranda, reports, summaries, handwritten notes, corporate resolutions, minutes of meetings, transcriptions of conversations, meetings or conferences or the like, tabulations, work papers, cost sheets, promissory notes, financial statements, sales records, invoices, contracts, agreements, orders, calendars, diaries, telephone call slips or other telephone records,”post’its”, photographs, diagrams, schematic drawings, prints, slides, movies or other pictorial representations, tape recordings, databases, computer inputs or outputs, e-mail messages, the content of any computer memory or hard drive whether in directories, folders or otherwise, computer disks, tapes laser disks, CDROMs, taped or floppy

disk backups, microfiche, microfilm, magnetic tapes, video tapes, recordings, motion pictures, photographs, and power-point presentations.

8. “Describe” means to give a full, detailed accounting.

9. "Identify" when used in reference to:

A. a natural person means to state his/her full name, last known address and telephone number, and the present or last known business affiliation and position of the individual referred to;

B. a corporation, partnership or other business entity, means to state the full name and address of the principal place of business, state and date of incorporation, and to identify all the officers, partners, trustees or responsible representatives thereof;

C. a document, means to state the type of document or some other means of identifying it, its date, its author, its recipient or intended recipient and his/her address, a brief description of the contents of the document, and the names of each of its present custodians. If the document was, but is no longer in your possession, custody or subject to your control, state what disposition was made of it and when, including the identity of the present custodian.

10. “Communication,” or “Communicate” refers to both oral and written communications and means all conversations, presentations, discussions, speeches, meetings, telephone calls, e-mails, documents, writings, and any other means by which information, data,

language or documents are transmitted, passed or otherwise conveyed from one or more persons or entities to one or more other persons or entities.

11. “Record” means all data and other information of every description, regardless of the mode in which it is recorded; the original of any such record includes the data or the information stored or transmitted in or by means of any electronic, electro-magnetic, computerized, mechanized, or other information storage or retrieval or transmission system or device which can upon request, generate, regenerate, or transmit the precise data or other information comprising the record, and an original also includes the visible data or other information so generated, regenerated, or transmitted if it is legible or can be made legible by formatting, enlargement or other process.

12. “Relate,” “Related,” or “Relating” means and includes prove, proving or tending to prove; disprove, disproving or tending to disprove; contain or containing; constitute or constituting; describe or describing; discuss or discussing; refer or referring; pertain or pertaining; state or stating; assess or assessing; and record or recording; or in any way connected or relating to the matter discussed.

13. “And” or “Or” as used herein shall be construed conjunctively and disjunctively so as to require the broadest possible production in response to any particular interrogatory.

14. If all or part of any document that is or otherwise would be produced in response to any request herein is withheld under a claim of attorney-client privilege, for each such claim provide the following information: (a) the type of document (e.g., letter memorandum, notes of meeting or conversations, etc.), its title (if any), and its date; (b) its length (in pages); (c) identify

its author or authors; (d) identify its addressee or addressees; (e) identify all carbon, blind or other copy recipients; and (f) state the subject matter of the document.

15. If you object to any part of an interrogatory and refuse to answer that part, state your objection and answer the remaining portion of that interrogatory.

16. If you object to the scope or time period of an interrogatory and refuse to answer for that scope or time period, state your objection and answer the interrogatory for the scope or time period you believe is appropriate.

17. If your answer is qualified in any particular manner, set forth the details of such qualification.

Interrogatory No. 1. Identify the date, time and place of the meeting of the Board of Directors at which the Board approved the filing of, or authorized counsel to file, this lawsuit, and identify the votes of each Director present (voting or abstaining) on that question.

Answer:

Interrogatory No. 2. Identify all documents referring to, reflecting, or relating in any way to the decision of the board to authorize this lawsuit.

Answer:

Interrogatory No. 3. Identify the dates, times and places of any meetings other than the meeting

described above at which the possibility of litigation arising out of or relating to a sale of the assets of the Corporation was discussed.

Answer:

Interrogatory No. 4. Identify all records stating, indicating, or reflecting that the Corporation is a nonprofit, public benefit corporation duly organized and validly existing in good standing under the laws of Missouri, including all filings with (and correspondence with) the Missouri Secretary of State made by the Corporation or its predecessors.

Answer:

Interrogatory No. 5. Identify all business conducted or managed by the Corporation now or at any time in the past and, with respect to each such business, identify the date on which the business was begun or acquired by the Corporation, whether such business is still conducted by the Corporation and, if not, when the business was discontinued.

Answer:

Interrogatory No. 6. With respect to any business that has been discontinued as identified above, describe with specificity the circumstances which led to the business being discontinued, the date, time and location of the meeting of the Board of Directors at which the discontinuation

was authorized, the votes of each Director present (voting or abstaining) with respect to the discontinuation, and all documents referring to, reflecting, or relating in any way to the decision to discontinue the business or the discontinuation itself.

Answer:

Interrogatory No. 7. With respect to any business that has been discontinued as identified above, specify the value of the business to Health Midwest or any of its subsidiaries as both a fixed dollar amount and annual income. If the business had no value, specify the loss attributable to that business.

Answer:

Interrogatory No. 8. With respect to any such discontinuation, describe the process by which public input was solicited by the Board before its approval of the discontinuation, and the extent to which such input was reflected in that approval.

Answer:

Interrogatory No. 9. With respect to any business still being conducted or managed by the Corporation, describe any discussions, investigations, plans or possibilities that such business could or should be discontinued and, with respect to each, identify the dates, times and locations



of each meeting of the Board of Directors at which such a discussion occurred or such an investigation, plan or possibility was referred to, mentioned, or approved, and identify all documents referring to, reflecting, or relating in any way to such discussions, investigations, plans or possibilities that any business could or should be discontinued.

Answer:

Interrogatory No. 10. With respect to any such potential discontinuation, describe the process by which public input was solicited by the Board and the extent to which such input was reflected in the Board's consideration of such a potential discontinuation.

Answer:

Interrogatory No. 11. Describe the circumstances of each business acquisition by the Corporation, and identify all documents attending, reflecting, or in any way relating to each acquisition.

Answer:

Interrogatory No. 12. Identify all deeds, wills, written contracts or other writings, and all statutes, ordinances, contracts or franchises with respect to which the Corporation has standing to seek the declarations it has sought in this lawsuit.

Answer:

Interrogatory No. 13. Identify every corporate entity with which the Corporation has or would like to have legal relations and with respect to which the Corporation seeks the declarations it has sought in this lawsuit.

Answer:

Interrogatory No. 14. Identify the date, time, place and verbatim contents (as nearly as possible) of each statement by the Attorney General which challenges the conduct of the Corporation's business or its legal relations.

Answer:

Interrogatory No.15. Identify the contents of the performance improvement plan initiated by the Board in or around May of 2001 ("the May 2001 Performance Improvement Plan"), as referred to in Paragraph 7 of the Petition.

Answer:

Interrogatory No. 16. Describe the financial challenges facing the Corporation in May of 2001

referred to in Paragraph 7 of the Petition, and identify all documents referring, reflecting or relating in any way to these challenges. Describe when each such challenge arose or was first noticed by or on behalf of the Corporation, when each was brought to the attention of the Board of Directors, the causes of each such challenge, and the actions taken by the Board with respect to each such challenge prior to the implementation of the May 2001 Performance Improvement Plan.

Answer:

Interrogatory No. 17. Identify all documents referring, reflecting or relating in any way to the creation or implementation of the May 2001 Performance Improvement Plan.

Answer:

Interrogatory No. 18. Identify the date, time and place of the meeting of the Board of Directors at which the May 2001 Performance Improvement Plan was approved, and identify the votes of each Director present (voting or abstaining) on the question of whether to implement the May 2001 Performance Improvement Plan.

Answer:

Interrogatory No. 19. Identify all correspondence with Cap Gemini which led to, refers to,

reflects, or in any way relates to the Corporation retaining Cap Gemini to analyze and report on the challenges facing the Corporation, including but not limited to documents relating in any way to Cap Gemini's compensation.

Answer:

Interrogatory No. 20. Identify all documents reflecting, referring to, or in any way relating to Cap Gemini's findings, including all notes or memoranda or other materials by, from, to or provided to any Board member reflecting, referring to, or in any way relating to Cap Gemini's findings.

Answer:

Interrogatory No. 21. Identify all documents made available to Cap Gemini for its use in analyzing and reporting on the challenges facing the Corporation, and identify all documents created by, referred to by, or in any way relied upon by Cap Gemini in preparing its study, including any documentation relied upon by Cap Gemini in projecting that Corporation would suffer a net operating loss of \$75 million by 2004.

Answer:

Interrogatory No. 22. Identify the date, time and place of all meetings of the Board of Directors

at which the Cap Gemini study was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 23. Identify all documents referring, reflecting or relating in any way to the creation or implementation of Project Delta.

Answer:

Interrogatory No. 24. Identify the date, time and place of the meeting of the Board of Directors at which Project Delta was approved, and identify the votes of each Director present (voting or abstaining) on the question of whether to implement Project Delta.

Answer:

Interrogatory No. 25. Identify all experts or other third parties retained by the Board to design or implement Project Delta and for each such expert or third party identify the date, time and place of the Board meeting at which such retention was approved, the votes of each Director present (voting or abstaining) on the retention of such expert or third party, and identify all documents referring to, reflecting, or relating to such retention, including but not limited to documents relating to the compensation of such experts or third parties.

Answer:

Interrogatory No. 26. Describe the manner in which the Corporation had deteriorated, or would deteriorate, which caused the Board of Directors to consider alternatives to maintaining its business approach during the time frame referenced in Paragraph 11 of the Petition.

Answer:

Interrogatory No. 27. Identify all documents referring to, reflecting, or relating in any way to the deterioration (or impending deterioration) referenced in Paragraph 11 of the Petition, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such deterioration.

Answer:

Interrogatory No. 28. Identify the date, time and place of all meetings of the Board of Directors at which the deterioration (or impending deterioration) referenced in Paragraph 11 of the Petition was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 29. Identify each and every alternative referred to in Paragraph 11 of the

Petition considered by the Board of Directors.

Answer:

Interrogatory No. 30. With respect to the alternative of “merging with a non-profit partner” identified in Paragraph 11 of the Petition:

- a) describe with specificity the alternative considered by the Board;
- b) identify each non-profit partner with respect to which a merger was considered, identify the individuals representing this prospective partner to whom this alternative was communicated or with whom this alternative was discussed, and identify the date, time, place of and each individual involved in each meeting with anyone representing this prospective partner;
- c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;
- d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director’s consideration of it; and
- e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 31. With respect to the alternative of “merger with a local hospital system”

identified in Paragraph 11 of the Petition:

- a) describe with specificity the alternative considered by the Board;
- b) identify each local hospital system with respect to which a merger was considered, identify the individuals representing this prospective partner to whom this alternative was communicated or with whom this alternative was discussed, and identify the date, time, place of and each individual involved in each meeting with anyone representing this prospective partner;
- c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;
- d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director's consideration of it; and
- e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 32. With respect to the alternative of divesting "part or all of the Health Midwest system back into community hospitals" identified in Paragraph 11 of the Petition:

- a) describe with specificity the alternative considered by the Board;
- b) identify each part of the Health Midwest system with respect to which divestiture was considered, identify the individuals representing this part of the Health Midwest system to whom this alternative was communicated or with whom this alternative was discussed,



and identify the date, time, place of and each individual involved in each meeting with anyone representing this part of the Health Midwest system;

c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;

d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director's consideration of it; and

e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 33. With respect to the alternative of renegotiating "certain agreements and debt obligations" identified in Paragraph 11 of the Petition:

a) describe with specificity the alternative considered by the Board;

b) identify each agreement or debt obligation with respect to which renegotiation was considered, identify the individuals representing each other party to such agreement or debt obligation to whom this alternative was communicated or with whom this alternative was discussed, and identify the date, time, place of and each individual involved in each meeting with anyone representing this other party;

c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;

- d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director's consideration of it; and
- e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 34. With respect to the alternative of "a joint venture with a for profit partner" identified in Paragraph 11 of the Petition:

- a) describe with specificity the alternative considered by the Board;
- b) identify each for profit partner with respect to which a joint venture was considered, identify the individuals representing this prospective joint venturer to whom this alternative was communicated or with whom this alternative was discussed, and identify the date, time, place of and each individual involved in each meeting with anyone representing this prospective partner;
- c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;
- d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director's consideration of it; and
- e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to.

Answer:

Interrogatory No. 35. With respect to the alternative of a “sale of assets to a for profit buyer” identified in Paragraph 11 of the Petition:

- a) describe with specificity the alternative considered by the Board;
- b) identify each for profit corporation with respect to which a sale was considered, identify the individuals representing this prospective partner to whom this alternative was communicated or with whom this alternative was discussed, and identify the date, time, place of and each individual involved in each meeting with anyone representing this prospective partner;
- c) identify all documents referring to, reflecting, or in any way relating to communications with the entities or individuals identified in the preceding sub-paragraph;
- d) identify all documents referring to, reflecting, or in any way relating to this alternative and/or the Board of Director’s consideration of it; and
- e) identify the date, time and place of all meetings of the Board of Directors at which the alternative was proposed, discussed, authorized, presented or referred to;

Answer:

Interrogatory No. 36. Identify each unsolicited expression of interest from entities contemplating purchase of all assets owned by the Corporation in early 2002 as alleged in

Paragraph 12 of the Petition, and identify all documents referring to, reflecting, or relating in any way to such expressions of interest.

Answer:

Interrogatory No. 37. Identify the date, time and place of each meeting of the Board of Directors at which the expressions of interest referred to Paragraph 12 of the Petition were presented, reviewed, evaluated, mentioned, discussed, or in referred to in any way.

Answer:

Interrogatory No. 38. Describe each factor considered by the Board of Directors in reaching the decision that each expression of interest was legitimate as referred to in Paragraph 13 of the Petition, and identify all documents including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring, or in any way relating to such determination that each such expression of interest was legitimate, and identify the votes of each Director present (voting or abstaining) on the question of whether each expression of interest was legitimate.

Answer:

Interrogatory No. 39. Identify all documents referring to, reflecting, or relating to the Board's engagement of Ponder & Company ("Ponder") alleged in Paragraph 14 of the Petition, including but not limited to all documents describing, referring to, or reflecting Ponder's experience in hospital mergers and acquisitions as well as the compensation paid or to be paid to Ponder for this service.

Answer:

Interrogatory No. 40. Identify the date, time and place of the meeting of the Board of Directors at which the engagement of Ponder was approved, and identify the votes of each Director present (voting or abstaining) on the question of whether to retain Ponder.

Answer:

Interrogatory No. 41. Identify each independent financial or legal adviser rendering the advice alleged in Paragraph 15 of the Petition, describe the advice that each gave the Board, and identify all documents referring to, reflecting, or relating in any way to such advice, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring, or in any way relating to such advice.

Answer:

Interrogatory No. 42. Describe with specificity the process for receiving and reviewing formal bids approved by the Board on or about August 6, 2002, as alleged in Paragraph 15 of the Petition, and identify all documents reflecting, referring to, or relating in any way to such process and/or the Board's decision to approve it, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such approval.

Answer:

Interrogatory 43. Describe with particularity the property, assets, rights, privileges, and immunities, powers, licenses and franchises, membership and stock rights and interest and every other interest of Health Midwest subsidiaries that will be transferred to Health Midwest upon the merger as described in the Plan and Agreement of Merger, attached as Exhibit A.

Answer

Interrogatory No. 44. Identify the date, time and place of the meeting of the Board at which the process for receiving and reviewing formal bids referred to in Paragraph 15 of the Petition was approved, and identify the votes of each Director present (voting or abstaining) on the question of whether to approve such process.

Answer:

Interrogatory No. 45. Identify those for profit bidders expressing interest in purchasing the assets of Health Midwest during August 2002 as referred to in Paragraph 16 of the Petition, and identify all documents referring to, reflecting, or in any way relating to such expressions of interest.

Answer:

Interrogatory No. 46. Describe the process by which Ponder identified not-for-profit health care systems likely to have an interest in submitting a bid for the Corporation's assets, and identify all documents referring to, reflecting, or relating in any way to such process

Answer:

Interrogatory No. 47. Describe the process by which Ponder identified those not-for-profit health care systems that would be able to submit a "competitive bid" as referred to in Paragraph 16 of the Petition, and identify all documents referring to, reflecting, or relating in any way to such process

Answer:

Interrogatory No. 48. Identify all not-for-profit health care systems contacted by Ponder as

likely to have an interest in submitting a competitive bid for the Corporation's assets, and identify all documents referring to, reflecting, or relating in any way to Ponder's contact with such not-for-profit health care systems.

Answer:

Interrogatory No. 49. Identify all conversations or communications with the not-for-profit health care systems identified above (or its or their agents or representatives) involving or by or on behalf of the Corporation or Ponder, including the date, time, locations and participants of such conversations or communications.

Answer:

Interrogatory No. 50. To the extent not identified above, identify all documents relating to any communications with or discussions about St. Luke's Hospital of Kansas City and any proposal it submitted or might have submitted, including but not limited to any documents relating to St. Luke's financial strength, antitrust concerns or confidentiality agreements.

Answer:

Interrogatory No. 51. Specify whether Health Midwest CEO, Richard W. Brown, made



statements to the effect that St. Luke's Hospital did not wish to acquire urban hospitals or that St. Luke's did not wish to acquire the entire Health Midwest system together with the basis for Mr. Brown's statements.

Answer:

Interrogatory No. 52. Describe with specificity each operating covenant with respect to which bidders were required to state a position as referred to in Paragraph 16 of the Petition, and identify all documents referring to, reflecting, or relating such requirement.

Answer:

Interrogatory No. 53. Identify the date, time and place of the meeting of the Board at which the list of operating covenants with respect to which bidders would be required to state a position as referred to in Paragraph 16 of the Petition was developed and approved, and identify the votes of each Director present (voting or abstaining) on the question of whether to approve such list.

Answer:

Interrogatory No. 54. Identify all documents reflecting, referring to, or relating in any way to the list of operating covenants with respect to which bidders would be required to state a position as referred to in Paragraph 16 of the Petition, including all notes or memoranda or other materials

by, from, to, or provided to any Board member reflecting, referring, or in any way relating to such approval.

Answer:

Interrogatory No. 55. Describe each of the four bids received from potential buyers as referred to in Paragraph 17 of the Petition, and identify all documents referring to, reflecting, or relating in any way to such bids, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring, or in any way relating to such approval.

Answer:

Interrogatory No. 56. Identify all correspondence with, and all other documents referring to, reflecting, or relating in any way to entities that submitted one of the bids referred to in Paragraph 17 of the Petition.

Answer:

Interrogatory No. 57. Identify all correspondence with, and all other documents referring to, reflecting, or relating in any way to entities which had expressed interest in acquiring the assets of the Corporation or which had been contacted by Ponder but which did not submit one of the bids referred to in Paragraph 17 of the Petition.

Answer:

Interrogatory No. 58. Describe the review conducted by the Board of Directors of the bids referred to in Paragraph 18 of the Petition, and identify all documents referring to, reflecting, or relating in any way to such review, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring, or in any way relating to such review.

Answer:

Interrogatory No. 59. Identify the votes of each Director present (voting or abstaining) on the question of whether to focus the Corporation's discussions with HCA and Tenet, and identify all documents referring to, reflecting, or relating in any way to such review, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to that decision.

Answer:

Interrogatory No. 60. For each visit referred to in Paragraph 19 of the Petition, identify the member(s) of the Board of Directors making the visit, the corporation and facility being visited, the dates, times and locations of the visit, and the employees, physicians or board members of HCA and/or Tenet spoken with, and identify all documents referring to, reflecting, or relating in

any way to each such visit, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to that visit.

Answer:

Interrogatory No. 61. Describe the evaluation of the corporate citizenship of HCA and Tenet conducted by the members of the Board of Directors, identify each member of the Board of Directors engaged in that evaluation, and identify all documents referring to, reflecting, or relating in any way to evaluation, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to that evaluation.

Answer:

Interrogatory No. 62. Describe each determination made by the Board of Directors referred to in Paragraph 19 of the Petition regarding the reputation, commitment and experience of HCA and Tenet in communities where those entities purchased hospitals, and identify all documents referring to, reflecting, or relating in any way to such determination, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to that determination.

Answer:

Interrogatory No. 63. Identify the date, time and place of the meeting of the Board at which each determination made by the Board of Directors referred to in Paragraph 19 of the Petition regarding the reputation, commitment and experience of HCA and Tenet in communities where those entities purchased hospitals was made, and identify the votes of each Director present (voting or abstaining) with respect to each such determination.

Answer:

Interrogatory No. 64. Describe each determination made by the Board of Directors referred to in Paragraph 19 of the Petition regarding whether HCA and/or Tenet had honored the commitments they had made to the communities in which they had purchased hospitals, and identify all documents referring to, reflecting, or relating in any way to such determination, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring, or in any way relating to that determination.

Answer:

Interrogatory No. 65. Identify the date, time and place of the meeting of the Board at which each determination made by the Board of Directors referred to in Paragraph 19 of the Petition regarding whether HCA and/or Tenet had honored the commitments they had made to the communities in which they had purchased hospitals, and identify the votes of each Director present (voting or abstaining) with respect to each such determination.

Answer:

Interrogatory No. 66. Identify all entities bidding, attempting to bid, or expressing an interest in bidding on the assets of the Corporation other than the four entities whose bids are referred to in Paragraph 17 of the Petition, and with respect to each such entity:

- a) state the date, time and place of all conversations between the Corporation or its agents or representatives and any agent or representative of such other entity; and
- b) identify all documents referring to, reflecting, or relating in any way to communications with such entities.

Answer:

Interrogatory No. 67. Identify all documents referring to, reflecting, or relating in any way to the final bids of HCA and Tenet referred to in Paragraph 20 of the Petition, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such bids.

Answer:

Interrogatory No. 68. With respect to the determination by the Board of Directors to negotiate exclusively with HCA referred to in Paragraph 21 of the Petition, describe the process by which the Board made that determination, and identify all documents referring to, reflecting, or relating

in any way to such review, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such determination.

Answer:

Interrogatory No. 69. State the time, place and location of each meeting of the Board of Directors at which the determination to negotiate exclusively with HCA referred to in Paragraph 21 of the Petition was discussed or made, and identify the votes of each Director present (voting or abstaining) on the question of whether to negotiate exclusively with HCA.

Answer:

Interrogatory No. 70. Describe specifically each factor considered by the Board of Directors in determining that HCA had offered the highest purchase price, and identify all documents which refer to, reflect, or relate in any way to this determination, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such determination.

Answer:

Interrogatory No. 71. Describe specifically each factor other than its determination that HCA had offered the highest price considered by the Board of Directors in determining to negotiate exclusively with HCA, and identify all documents which refer to, reflect, or relate in any way to these factors, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such factors.

Answer:

Interrogatory No. 72. Identify all documents referring to, reflecting, or relating in any way to the negotiation of the Asset Purchase Agreement between the Corporation and HCA.

Answer:

Interrogatory No. 73. Identify the dates, time, locations, and participants in all meetings regarding the negotiations between the Corporation and HCA, including meetings with HCA or its agents or representatives as well as meetings between or among agents or representatives of the Corporation.

Answer:

Interrogatory No. 74. Identify all documents comprising, referring to, reflecting, or relating in any way to the Asset Purchase Agreement referred to in Paragraph 22 of the Petition.



Answer:

Interrogatory No. 75. Identify all documents comprising, referring to, reflecting, or relating in any way to the guarantee by HCA referred to in Paragraph 22 of the Petition.

Answer:

Interrogatory No. 76. Describe with specificity each purchase price adjustment to which the Corporation has agreed in the Asset Purchase Agreement, and identify all documents referring to, reflecting, or relating in any way to such adjustments, including any estimates or forecasts regarding the impact such adjustments could have on the final purchase price.

Answer:

Interrogatory No. 77. Estimate the impact on the final purchase price of each purchase price adjustment agreed to in the Asset Purchase Agreement.

Answer:

Interrogatory No. 78. Identify each liability to be assumed by HCA, and identify all documents referring to, reflecting, or relating in any way to the negotiations over which liabilities HCA would assume under the Asset Purchase Agreement.

Answer:

Interrogatory No. 79. Identify each liability not to be assumed by HCA, and estimate the amount of each to be retained by the Corporation.

Answer:

Interrogatory No. 80. Describe with specificity what constitutes a “substantially similar health service” as that phrase is used in Paragraph 24(A) of the Petition, and identify all documents referred to, reflecting, or relating in any way to the negotiation of the term of the Asset Purchase Agreement referred to in Paragraph 24(A) of the Petition.

Answer:

Interrogatory No. 81. Describe with specificity what constitutes a substantial service, program, type or level of care” as that phrase is used in Paragraph 24(B) of the Petition, and identify all documents referred to, reflecting, or relating in any way to the negotiation of the term of the Asset Purchase Agreement referred to in Paragraph 24(B) of the Petition.

Answer:

Interrogatory No. 82. Describe with specificity what constitutes “charity, indigent and other uncompensated care” as that phrase is used in Paragraph 24(C) of the Petition, and identify all documents referred to, reflecting, or relating in any way to the negotiation of the term of the Asset Purchase Agreement referred to in Paragraph 24(C) of the Petition.

Answer:

Interrogatory No. 83. State the amount of “charity, indigent and other uncompensated care” (calculated consistent with the description requested above) provided by the Corporation for each of the calendar years 1990 through 2002.

Answer:

Interrogatory No. 84. State the rate of inflation for medical services at the Corporation’s facilities and nationally for each of the calendar years 1990 through 2001.

Answer:

Interrogatory No. 85. Identify each facility owned by HCA, and state for each facility whether such facility participates in the Medicaid or Medicare programs.

Answer:

Interrogatory No. 86. Identify the terms and conditions under which the scholarships referred to in Paragraph 24(F) of the Petition will be awarded, and the process to be employed in awarding such scholarships.

Answer:

Interrogatory No. 87. Identify all current employees of the Corporation who will not be offered employment by HCA under the Asset Purchase Agreement.

Answer:

Interrogatory No. 88. State with specificity each and every enforcement right the Corporation has or will retain with respect to HCA's compliance with the operating covenants referred to in Paragraph 24 of the Petition.

Answer:

Interrogatory No. 89. State with specificity all restrictions or requirements attending HCA's obligation under the Asset Purchase Agreement for capital improvements, including whether such improvements must be made to existing hospitals rather than new construction, whether such improvements must be made to any particular existing hospital, and the extent to which such improvements must be related to patient care or services.

Answer:

Interrogatory No. 90. Identify each and every basis for asserting the corporate powers referred to in Paragraph 26 of the Petition.

Answer:

Interrogatory No. 91. Identify each and every basis for asserting the authority referred to in Paragraph 27 of the Petition.

Answer:

Interrogatory No. 92. Identify each name and home address of each current member of the Board of Directors and, for each, state the date on which the member joined the Board, the name and home address of each person whom the director succeeded as a member of the Board, the date on which that person joined the Board, the name and home address of the person that person succeeded as a member of the Board, and so on until each and every past and current member of the Board (and their dates of service) has been identified.

Answer:

Interrogatory No. 93. Describe with specificity each action of the Board which resulted in the creation, growth and maintenance of the Health Midwest system referred to in Paragraph 28 of the Petition.

Answer:

Interrogatory No. 94. With respect to each Board member identified above, but with the exception of the Chief Executive Office of the Corporation, state the total amount by calendar year of all expenses incurred by each Board member either paid directly by the Corporation or reimbursed by the Corporation and, with respect to each such expense, state the details (date, location, amount, and reason) for the expense.

Answer:

Interrogatory No. 95. With respect to each Board member identified above, identify each occasion on which the Director (or the Director's parents, siblings, siblings' spouses or children, spouse, children, children's spouses, or children's children) received health services from or through the Corporation, and for each such occasion state the value of the services received and the amount paid by the Director for that service.

Answer:

Interrogatory No. 96. Identify each member of the Board of Directors who participated in the negotiation of the Asset Purchase Agreement.

Answer:

Interrogatory No. 97. State the time, place and location of each meeting of the Board of Directors at which the Asset Purchase Agreement was discussed or approved, identify the votes of each Director present (voting or abstaining) on the question of whether to approve that agreement, and identify all documents which refer to, reflect, or relate in any way to the Board's evaluation of or approval of the Asset Purchase Agreement, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such evaluation or approval.

Answer:

Interrogatory No. 98. Identify every Director from 1990 to the present who was or is employed, or whose parent, sibling, sibling's spouse, sibling's child, spouse, child, child's spouse, or child's child was or is employed, by the Corporation, HCA, or any other bidder or potential bidder for the Corporation's assets, or any other health care provider whatsoever.

Answer:

Interrogatory No. 99. Identify every Director from 1990 to the present who has or had an ownership interest, or whose parent, sibling, sibling's spouse, sibling's child, spouse, child, child's spouse, or child's child has or had an ownership interest, of any kind in the Corporation, HCA, or any other bidder or potential bidder for the Corporation's assets, or any other health care provider whatsoever.

Answer:

Interrogatory No. 100. Identify every Director from 1990 to the present who has or had a contract for goods or services, or whose parent, sibling, sibling's spouse, sibling's child, spouse, child, child's spouse, or child's child has or had a contract for goods or services, either directly or indirectly (through being an employee or a holder of an ownership interest of any kind in an entity with a contract for goods or services or otherwise) with the Corporation, HCA, or any other bidder or potential bidder for the Corporation's assets, or any other health care provider whatsoever.

Answer:

Interrogatory No. 101. Identify every current written employment contract between the Corporation and any individual, and all prior such contracts from 1990 to the present day, and, for each, identify the date, time and place of the meeting of the Board of Directors at which such



contract was authorized, ratified or approved, and identify the votes of each Director present (voting and abstaining) with respect to such authorization, ratification, or approval.

Answer:

Interrogatory No. 102. Identify all documents reflecting, referring to, or relating in any way to the negotiation of or the terms of the employment contracts identified above, including any document analyzing or evaluating the amount of compensation provided for in such contracts and the value of services to be provided, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such deterioration.

Answer:

Interrogatory No. 103. Identify all correspondence with, or any other communication with, the Internal Revenue Service regarding the contracts identified above or the compensation terms therein, and identify all studies performed by experts or other third parties at the request of the Corporation with respect to the contracts identified above or the compensation terms therein and the positions of the Internal Revenue Service with respect to such contracts and terms generally or specifically.

Answer:

Interrogatory No. 104. Identify all individuals who, by the terms of contracts entered into with the Corporation, will receive any compensation of any kind if HCA does not assume or continue their employment or continues their employment but discontinues such employment before the contract expires by its terms, and describe the amounts of such compensation and the circumstances in which it would be received.

Answer:

Interrogatory No. 105. Identify all individuals or entities whose compensation would be increased in any respect and for any reason in whole or in part if the sale to HCA is consummated, and describe the amounts of such increases and the circumstances in which it would be received.

Answer:

Interrogatory No. 106. Identify all individuals or entities whose compensation would be decreased in any respect and for any reason in whole or in part if the sale to HCA is not consummated, and describe the amounts of such decreases and the circumstances in which it or they would occur.

Answer:

Interrogatory No. 107. Identify with specificity each and every basis for the allegation that the Attorney General’s review of the proposed sale of the Corporation’s assets is limited in the manner referred to in Paragraph 29 of the Petition.

Answer:

Interrogatory No. 108. Identify the date, time, place and verbatim contents (as nearly as possible) of each statement by the Attorney General referred to in the first sentence of Paragraph 30 of the Petition.

Answer:

Interrogatory No.109. Identify the date, time, place and verbatim contents (as nearly as possible) of each indication given by the Attorney General referred to in the second sentence of Paragraph 30 of the Petition.

Answer:

Interrogatory No. 110. Describe with specificity the Corporation’s understanding of the phrase “public assets” as that phrase is used in Paragraph 31 of the Petition and attributed to the Attorney General.

Answer:

Interrogatory No. 111. Identify with specificity each and every basis for the allegation that the Corporation's assets are not "public assets" as that phrase is used in Paragraph 31 of the Petition and attributed to the Attorney General.

Answer:

Interrogatory No. 112. Identify with specificity each and every action by the Attorney General that has "adversely affected, and continue[s] to affect, Health Midwest's ability to conduct its ongoing business and operations" as referred to in Paragraph 32 of the Petition

Answer:

Interrogatory No. 113. Identify with specificity each and every action by the Attorney General that has "adversely affected, and continue[s] to affect, Health Midwest's ability to . . . consummate the sale of its assets" as referred to in Paragraph 32 of the Petition

Answer:

Interrogatory No. 114. Describe with specificity the adverse impact, and continuing effect, of the actions attributed to the Attorney General in Paragraph 32 of the Petition on the Corporation's ongoing business and operations.

Answer:

Interrogatory No. 115. Describe with specificity the adverse impact, and continuing effect, of the actions attributed to the Attorney General in Paragraph 32 of the Petition on the Corporation's ability to consummate the sale of its assets.

Answer:

Interrogatory No. 116. Identify the date, time and location of every meeting of the Board of Directors at which the actions attributed to the Attorney General referred to in Paragraph 32 of the Petition, or their alleged effects, was discussed or evaluated, and identify all documents which refer to, reflect, or relate in any way to these actions or their alleged effects, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such actions or their alleged effects.

Answer:

Interrogatory No. 117. Identify every action taken by the Board of Directors in response to or in any way related to the actions attributed to the Attorney General referred to in Paragraph 32 of the Petition or their alleged effects and, with respect to each such action, identify the votes of each Director present (voting or abstaining) on each such action.

Answer:

Interrogatory No. 118. Identify with specificity each and every basis for the allegation in Paragraph 34 of the Petition.

Answer:

Interrogatory No. 119. State with specificity each and every interest of the Attorney General which the Corporation asserts is adverse to the interests of the Corporation as referred to in Paragraph 35 of the Petition.

Answer:

Interrogatory No. 120. State with specificity each and every interest of the Corporation which the Corporation asserts is adverse to the interests of the Attorney General as referred to in Paragraph 35 of the Petition.

Answer:

Interrogatory No. 121. Describe with specificity the negotiations which resulted in the provisions of the Asset Purchase Agreement agreed to by the Corporation giving HCA the right to walk away from the transaction if the sale is not closed by March 31, 2003, as referred to in Paragraph 37 of the Petition, and identify all documents referring to, reflecting, or relating to such negotiations or such provision.

Answer:

Interrogatory No. 122. Describe each and every circumstance that supports the Corporation's allegation that "the sale by Health Midwest to HCA must be completed as soon as possible in order to guarantee payment of the full contract price" as set forth in Paragraph 36 of the Petition.

Answer:

Interrogatory No. 123. Identify with specificity each and every action by the Attorney General that the Corporation believes constitutes a contention "that the Board intends to use the proceeds of the sale in any manner inconsistent with its valid, authorized purposes" as referred to in Paragraph 44 of the Petition .

Answer:

Interrogatory No. 124. Identify all documents reflecting, referring to or in any way relating to the Board's November 15<sup>th</sup> proposal for creation of a new foundation.

Answer:

Interrogatory No. 125. Describe the basis, for Health Midwest spokesperson Laurie Roberts' statement that the Board of Health Midwest considered a number of models for the foundation. Describe all models considered and identify all documents reflecting, referring or relating in any way to the board's consideration of other models.

Answer:

Interrogatory No. 126. Identify with specificity each and every action by the Attorney General that the Corporation believes constitutes a contention "that he has the power to dictate the manner in which the proceeds of the sale will be used" as referred to in Paragraph 44 of the Petition .

Answer:

Interrogatory No. 127. Identify with specificity each and every action or statement by the Attorney General referred to in Paragraphs 45-47 of the Petition.



Answer:

Interrogatory No. 128. Identify all correspondence with Ponder which led to, refers to, reflects, or in any way relates to the Corporation's retaining Ponder to review and evaluate the value of the Corporation's assets or the fairness of the price offered by HCA for those assets as referred to in Paragraph 50 and 51 of the Petition, including but not limited to documents relating in any way to Ponder's compensation for this service.

Answer:

Interrogatory No. 129. Identify all documents made available to Ponder for its use in reviewing or evaluating the value of the Corporation's assets or the fairness of the price offered by HCA for those assets as referred to in Paragraphs 50 and 51 of the Petition, and identify all documents created by, referred to by, or in any way relied upon by Ponder in performing this service.

Answer:

Interrogatory No. 130. Describe with specificity the "exhaustive review and evaluation" undertaken by Ponder as referred to in Paragraph 51 of the Petition, and identify the individuals at Ponder who performed that review and evaluation.

Answer:

Interrogatory No. 131. Identify each and every action by the Board of Directors requesting or soliciting a review or evaluation by Ponder of the purchase price set forth in the Asset Purchase Agreement, state the date, time and location of every meeting of the Board of Directors at which such request was authorized or discussed, identify the votes of each Director present (voting or abstaining) on such authorization, and identify all documents which refer to, reflect, or relate in any way to engaging Ponder to conduct such a review or evaluation, including all notes or memoranda or other materials by, from, to, or provided to any Board member reflecting, referring to, or in any way relating to such an engagement.

Answer:

Interrogatory No. 132. Identify all documents referring to, reflecting, or relating in any way to the conclusions by Ponder referred to in Paragraph 56 of the Petition.

Answer:

Interrogatory No. 133. State the time, place and location of each meeting of the Board of Directors at which the conclusions reached by Ponder referred to in Paragraph 51 of the Petition were presented, discussed or referred to.

Answer:

Interrogatory No. 134. Identify every action of the Board of Directors based on, taken in response to, or in any way related to the conclusions reached by Ponder referred to in Paragraph 51 of the Petition.

Answer:

Interrogatory No. 135. Identify all information, and all advice from whatever source, relied upon by the Board in reaching the decision referred to in Paragraph 52 of the Petition.

Answer:

Interrogatory No. 136. Identify with specificity the “independent appraisal of the Health Midwest Assets” obtained by the Board of Directors as alleged in Paragraph 5 of the Petition, and identify all documents referring to, reflecting, or relating to such appraisal.

Answer:

Interrogatory No. 137. Describe with specificity the Corporation’s “commitment to charitable, scientific and educational purposes in the community” referred to in Paragraph 60 of the Petition, and identify the source of such a commitment as well as all documents referring to, reflecting, or relating in any way to such a commitment.

Answer:

Interrogatory No. 138. State the purposes for which the Corporation is organized and, to the extent these purposes have changed over time, state the dates and circumstances giving rise to such changes and the purposes of the Corporation predating the change.

Answer:

Interrogatory No. 139. Identify all documents authored by, sponsored by, or created by the Corporation or its agents for dissemination to the public or to be made available to the public or anyone outside the Corporation describing the purposes of the Corporation, its mission, or its activities.

Answer:

Interrogatory No. 140. State with specificity the Corporation's intent with respect to the use of the proceeds of the sale of its assets, and identify each and every amendment to its Articles of Incorporation the Corporation expects to effect this intent.

Answer:

Interrogatory No. 141. Identify the date, time and location of every meeting of the Board of Directors at which the Corporation's possible uses for the proceeds of the sale of its assets was discussed and, for every action taken by the Board of Directors with respect to such uses or the Corporation's intent for such uses, identify the action taken and the votes of each Director present (voting or abstaining) on each such action.

Answer:

Interrogatory No. 142. With respect to the Corporation's possible uses for the proceeds of the sale of its assets, describe the process by which public input was solicited by the Board before its consideration or action with respect to such uses or the Corporation's intent for such uses.

Answer:

Interrogatory No. 143. Identify all documents referring or in any way relating to the Attorney General's public hearings concerning the sale of Health Midwest's assets to HCA or the testimony to be given at those hearings.

Answer:

Interrogatory No. 144. Identify all documents referring or in any way relating to review by any federal agency that has the authority to review the corporation's sale of assets to HCA.

Answer:

Interrogatory No. 145. Describe all contracts or agreements with non-Health Midwest employees relating to the efforts to obtain the approval of the sale by any government entity or official including but not limited to contracts with law firms, lobbyists, or public relations. For each contract or agreement described, specify the terms, including financial terms, of such agreement and identify all documents relating to such agreement or contract.

Answer:

Interrogatory No. 146. Describe with specificity what constitutes a “material” change, as that term is used in paragraph 24 (B) of the Petition and identify all documents referred to, reflecting, or relating in any way to the definition of that term as it is used in the Asset Purchase Agreement.

Answer:

Interrogatory No. 147: Identify all current and prior committees of the Board of Directors, including the names of the committees, a descriptions of the duties of each committee and a list of the Directors who comprise or have previously comprised each committee.

Answer:

Interrogatory No. 148. Identify and describe with specificity any grants, gifts or bequests and restrictions there to received by the Corporation or any organization within the Health Midwest system.

Answer:

Interrogatory No. 149. Identify each person you expect to call as an expert witness at trial and with respect to each expert, state his or her name, address, occupation, place of employment, qualification to give an opinion, hourly deposition fee, and state the general nature of the subject matter on which the expert is expected to testify.

Answer:

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

The undersigned hereby certify that a true and correct copy of the above and foregoing  
was faxed and mailed this \_\_\_\_\_ day of \_\_\_\_\_, 2002 to:

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